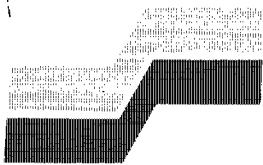


5-284A018



SEABOARD SYSTEM RAILROAD

500 Water Street • Jacksonville, Florida 32202 • (904) 359-3100

Law Department
Writer's direct telephone line:

(904) 359-3673

October 7, 1985

OCT 11 1985

14778-A
RECORDATION NO. 14778-A
FILED 14778-A

OCT 11 1985 3 35 PM

500 Water Street
100 Washington, D. C.

Mr. James H. Bayne INTERSTATE COMMERCE COMMISSION
Secretary
Interstate Commerce Commission
12th & Constitution, N.W.
Washington, D. C. 20423

Dear Mr. Secretary:

I have enclosed three counterparts of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U. S. Code.

This document is an Amendment Agreement dated of October 1, 1985, a secondary document.

The primary document to which this document is connected is recorded under Recordation Number 14778.

The names and addresses of the parties to the document are as follows:

Atlantic Land and Improvement Company
500 Water Street
Jacksonville, Florida 32202

Seaboard System Railroad, Inc.
500 Water Street
Jacksonville, Florida 32202

The following equipment has been added by the Amendment Agreement to the Interim Use Agreement dated as of August 1, 1985, the primary document:

19 1500 H.P. Model MP15T diesel-electric locomotives bearing road numbers SBD 1223-1241, inclusive,

20 fully enclosed bi-level auto racks bearing rack numbers B-2200 - B2219, inclusive, and

OCT 11 3 27 PM '85
100 OFFICE OF
THE SECRETARY
MOTOR OPERATING UNIT

Mr. James H. Bayne
Page Two
October 7, 1985

125 fully enclosed tri-level auto racks bearing
rack numbers T-2500 - T-2624, inclusive.

A fee of \$10.00 is enclosed.


Please return all counterparts not needed by the
Commission for recordation to:

Mr. David M. Yearwood
General Attorney
Seaboard System Railroad, Inc.
500 Water Street
Jacksonville, Florida 32202

A short summary of the document to appear in the
index follows:

Add 19 locomotives and 145 auto racks to primary
document.

Very truly yours,


David M. Yearwood
General Attorney

OCT 11 1985 -3 25 PM

AMENDMENT AGREEMENT

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of October 1, 1985
by and between ATLANTIC LAND AND IMPROVEMENT COMPANY
("AL&I"), and SEABOARD SYSTEM RAILROAD, INC. ("SBD").

WITNESSETH:

AL&I and SBD have entered into an Interim Use
Agreement dated as of August 1, 1985 covering the Equipment
described therein;

The Interim Use Agreement was filed and recorded
with the Interstate Commerce Commission on August 27, 1985
and assigned Recordation No. 14778;

The parties desire to amend the Interim Use
Agreement to add equipment.

NOW, THEREFORE, in consideration of the premises
and of the promises of the parties herein contained, the
parties agree as follows:

The Interim Use Agreement dated as of October 1,
1985 between the parties hereto is amended to include the
following additional Equipment:

- 19 1500 H.P. Model MP15T diesel-electric
locomotives bearing road numbers SBD
1223-1241, inclusive;
- 20 fully enclosed bi-level auto racks bearing
rack numbers B-2200 - B-2219, inclusive; and
- 125 fully enclosed tri-level auto racks bearing
rack numbers T-2500 - T-2624, inclusive.

Attest:

ATLANTIC LAND AND IMPROVEMENT COMPANY

Walter J. Kidd
Assistant Secretary

By

J. R. [Signature]
President

Attest:

SEABOARD SYSTEM RAILROAD, INC.

Walter J. Kidd
Assistant Secretary

By

A. L. [Signature]
Vice President-Treasurer

STATE OF FLORIDA)
) SS:
COUNTY OF DUVAL)

On this 1st day of October, 1985, before me personally appeared J. T. Rice, to me personally known, who, being by me duly sworn, says that he is President of Atlantic Land and Improvement Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

David M. Yearwood

Notary Public, State of Florida
My Commission Expires Jan. 16, 1988
Bonded thru Troy Fair - Insurance, Inc.

STATE OF FLORIDA)
) SS:
COUNTY OF DUVAL)

On this 1st day of October, 1985, before me personally appeared H. L. Snyder, to me personally known, who, being by me duly sworn, says that he is Vice President-Treasurer of Seaboard System Railroad, Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

David M. Yearwood

Notary Public, State of Florida
My Commission Expires Jan. 16, 1988
Bonded thru Troy Fair - Insurance, Inc.